

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

COMMAND MANAGEMENT SERVICES,)
INC., an Oregon corporation,)
)
)
Plaintiff,)
) Case No.: 2007 – C – 7017
vs.)
)
WYNDHAM HOTELS AND RESORTS,)
LLC, a Delaware limited liability company,)
WYNDHAM HOTEL MANAGEMENT INC.,) Hon. William J. Hibbler
a Delaware corporation, WYNDHAM)
WORLDWIDE OPERATIONS, INC., a) Magistrate Judge Michael Mason
Delaware corporation, MEHP O'HARE, LLC,)
a Delaware limited liability company, MEHP)
O'HARE MANAGEMENT, INC., a Delaware)
corporation, and WYNDHAM O'HARE,)
)
Defendants.)

AFFIDAVIT OF MARCUS A. BANKS

I, Marcus A. Banks, being duly sworn on oath, state as follows:

1. I serve as Group Vice President – Legal for Wyndham Worldwide Corporation (“WWC”), the ultimate parent corporation of Wyndham Worldwide Operations, Inc. (“WWO”), Wyndham Hotels and Resorts, LLC (“WHR”) and Wyndham Hotel Management, Inc. (“WHM”). I make this affidavit based on my personal knowledge and the records and information prepared and maintained in the ordinary course of business, and am duly authorized so to represent. I am prepared to testify competently to these facts if called as a witness in this matter, and provide this affidavit to plaintiff in connection with *Command Management Services, Inc. v. Wyndham Hotel & Resorts, LLC, et al.*, Case No. 07-cv-7017.

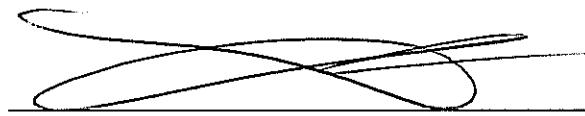
2. WHR, WHM and WWO do not own, operate, manage, control or occupy the hotel facility located at 6810 North Mannheim Road, Rosemount, Illinois (the “Facility”) that is the subject

of the plaintiff's complaint, or the land on which the Facility resides. WHR is solely the licensor of the Wyndham® trade name, trademarks and service marks to the Facility, which is independently owned and operated. WHM is an indirect subsidiary of WWC that manages certain Wyndham® brand guest lodging facilities, but this Facility is not one of them; this Facility is independently owned, operated and managed. WWO is a direct subsidiary of WWC that provides payroll services to WWC and certain of its indirect subsidiaries; it has had no involvement with the Facility.

3. WHR, WHM and WWO have never directed or been involved in the daily operations or management of the licensed Facility. The Facility is independently owned and operated by the licensee, in this case MEHP O'Hare Operating LLC. This independent licensee manages its business affairs and has acted in all such matters on its own behalf, without the control or supervision of WHR, WHM or WWO. Individuals employed at the Facility are employees of the licensee or operator of the Facility; they are not employees of WHR, WHM or WWO.

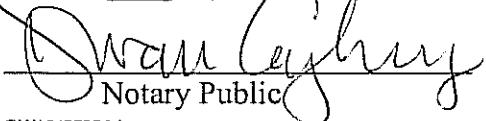
4. None of WHR, WHM or WWO has had any relationship, contractual or otherwise, with the plaintiff with respect to the Facility. They were not parties to the contract alleged in the complaint, nor in any way responsible for any alleged performance under it. Further, none of them (or their employees) was a party to the correspondence, communications, billing or payment issues alleged in the complaint.

FURTHER AFFIANT SAYETH NOT.



Marcus A. Banks

Subscribed and sworn before
me this 23 day of January, 2008



Notary Public

CHI5427276.1
CHI5429262.1

DEVON L. CAUGHEY
Notary Public, State of New Jersey
My Commission Expires
January 15, 2010